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**UNITED STATES BANKRUPTCY COURT  
 DISTRICT OF NEVADA**

In re:  
 USA COMMERCIAL MORTGAGE COMPANY,  
 Debtor.

In re:  
 USA CAPITAL REALTY ADVISORS, LLC,  
 Debtor.

In re:  
 USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,  
 Debtor.

In re:  
 USA CAPITAL FIRST TRUST DEED FUND, LLC,  
 Debtor.

In re:  
 USA SECURITIES, LLC,  
 Debtor.

Affects:  
☒ All Debtors  
☐ USA Commercial Mortgage Company  
☐ USA Securities, LLC  
☐ USA Capital Realty Advisors, LLC  
☐ USA Capital Diversified Trust Deed Fund, LLC  
☐ USA First Trust Deed Fund, LLC

Case No. BK-S-06-10725 LBR  
 Case No. BK-S-06-10726 LBR  
 Case No. BK-S-06-10727 LBR  
 Case No. BK-S-06-10728 LBR  
 Case No. BK-S-06-10729 LBR

Chapter 11

Jointly Administered Under  
 Case No. BK-S-06-10725 LBR

**DESIGNATION OF LOCAL COUNSEL  
 AND CONSENT THERETO**


**"AFFECTS ALL DEBTORS"**

The undersigned, attorney of record for USA Commercial Mortgage Company, USA Capital Realty Advisors, LLC, USA Securities, LLC, USA Capital First Trust Deed Fund, LLC and USA Capital Diversified Trust Deed Fund, LLC, herein, has submitted to the Court a "Verified Petition for Permission To Practice in These Jointly Administered Cases Only." Not

1 being admitted to the bar of this Court, and not maintaining an office in the District of Nevada  
2 for the practice of law, he believes it to be in the best interests of the clients to designate Lenard  
3 E. Schwartz, attorney at law, member of the State Bar of Nevada and previously admitted to  
4 practice before the above-entitled Court, as associate local counsel in this action. The address of  
5 the said designated Nevada Counsel is: Schwartz & McPherson Law Firm, 2840 South Jones  
6 Boulevard, Suite 1, Las Vegas, Nevada, telephone: (702) 228-7590, email address:  
7 bkfilings@s-mlaw.com.

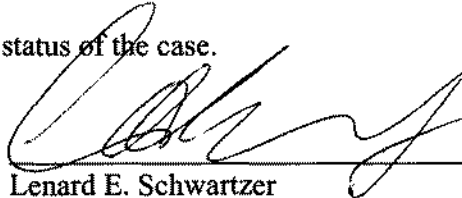
8 By this designation the undersigned attorney and parties agree that all documents and  
9 other papers issued out of this Court in the above-entitled case may be served on the designated  
10 local counsel. Further, said local counsel shall be responsible for providing copies of the same to  
11 co-counsel. Further, this designation constitutes agreement and authorization by the undersigned  
12 for the designated local counsel to sign stipulations binding all of us. The time for performing  
13 any act under applicable Rules shall run from the date of service on the local counsel.

14 DATED: December 6, 2006.

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17 Steven T. Waterman  
18 Ray Quinney & Nebeker P.C.  
19 Attorneys at Law for Debtors  
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1                                    CONSENT OF DESIGNATED NEVADA COUNSEL

2            The undersigned hereby consents to serve as associate Nevada counsel in these jointly  
3 administered cases and agrees that he is responsible for being counsel upon whom all documents  
4 and other papers issued out of this Court shall be served, and that he is responsible to transmit  
5 copies of all documents and other papers so served to the admitted out-of-state counsel of record  
6 and to keep such counsel informed as to the status of the case.

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9 Lenard E. Schwartz

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12                                    APPOINTMENT OF DESIGNATED NEVADA COUNSEL

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14            The undersigned party appoints Lenard E. Schwartz as its Designated Nevada Counsel  
15 in these jointly administered cases.

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19 \_\_\_\_\_  
20 Thomas J. Allison

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22 CRO USA Commercial Mortgage Company  
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